

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:

Chapter 11

MOTORS LIQUIDATION COMPANY, f/k/a
GENERAL MOTORS CORPORATION, *et al.*,

Case No. 09-50026 (MG)
(Jointly Administered)

Debtors.

Adversary Proceeding Case No. 11-
09406 (MG)

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**ORDER (I) APPROVING SETTLEMENT OF
THE DIP/UCC PROCEEDING, (II) APPROVING AMENDMENTS TO THE
AVOIDANCE ACTION TRUST AGREEMENT, AND (III) AUTHORIZING THE
AVOIDANCE ACTION TRUST TO GRANT A LIEN TO THE DIP LENDERS**

Upon the joint motion (the “**Motion**”)¹ of Motors Liquidation Company Avoidance Action Trust and the Official Committee of Unsecured Creditors of Motors Liquidation Company f/k/a General Motors Corporation for entry of an order, pursuant to sections 105 and 1142 of title 11 of the United States Code and Rule 9019(a) and 3020(d) of the Federal Rules of Bankruptcy Procedure: (1) approving the settlement of the DIP/UCC Proceeding on the terms set forth in the Stipulation and Agreed Order; (2) approving amendments to Avoidance Action Trust Agreement to implement the terms of the Stipulation and Agreed Order and the Litigation Cost Advance Agreement; and (3) authorizing the Avoidance Action Trust to grant a lien to the DIP Lenders in accordance with the Stipulation and Agreed Order and the Litigation Cost Advance Agreement; and upon the Declaration of Arthur J. Gonzalez in support of the Motion; and it appearing that the Court has jurisdiction to consider the Motion and relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.), consideration of the Motion and the relief requested therein being a core proceeding

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

pursuant to 28 U.S.C. § 157(b) and venue being proper before this Court pursuant to 28 U.S.C. § 1409; and any objections to the Motion having been settled, resolved, withdrawn or overruled; and it appearing that the relief requested in the Motion is in the best interest of the above-captioned post-effective date debtors' creditors and estates; and it appearing that due and appropriate notice of the Motion has been given under the circumstances in these Chapter 11 cases; and it appearing that no other or further notice need be provided; and upon the record in these Chapter 11 cases; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, that the Motion is granted and the DIP/UCC Proceeding is settled on the terms set forth in the Stipulation and Agreed Order, attached hereto as Exhibit A; and it is further

ORDERED, that the Avoidance Action Trust Administrator and Trust Monitor are authorized to amend the Avoidance Action Trust Agreement, in substantially the form attached as Exhibit E to the Motion; and it is further

ORDERED, that the Avoidance Action Trust is authorized to grant a lien to the DIP Lenders as set forth in the Stipulation and Agreed Order and the Litigation Cost Advance Agreement; and it is further

ORDERED, that the Committee and the Avoidance Action Trust are authorized to take all necessary actions to carry out this Order; and it is further

ORDERED, that this Order shall be effective immediately upon entry; and it is further

ORDERED, that the Court shall retain jurisdiction to hear and determine any and all matters concerning this Order.

IT IS SO ORDERED.

Dated: _____, 2016
New York, New York

MARTIN GLENN
United States Bankruptcy Judge